

**RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**CENTRE CITY DEVELOPMENT CORPORATION, INC.**

~~We, the~~

~~The undersigned, all of whom~~ certify that:

1. ~~They are residents of the State of California, having voluntarily associated ourselves together for the purpose of forming a corporation, under the (president) and pursuant to the General Nonprofit the (secretary), respectively, of Centre City Development Corporation Law of the State of California, and we do hereby execute the following, Inc.~~
2. The Articles of Incorporation and set forth and certify: of this corporation are amended and restated to read as follows:

**ARTICLE I**

~~The name of this the corporation shall be~~ is Centre City Development Corporation, Inc.

**ARTICLE II**

~~The purposes for which this corporation is formed are:~~

1. ~~This corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.~~

~~The specific and primary purpose for which of this corporation is formed is to provide redevelopment services which can, under California law, can be done by contract with the Redevelopment Agency of The the City of San Diego.~~

~~Specifically, the corporation may contract and to provide staffs such public and charitable services to the Redevelopment Agency to the extent permitted by California law, including but not necessarily limited to:~~

- a. ~~Effectuation of the general Centre City Plan and policies adopted by the Redevelopment Agency and the San Diego City Council;~~

~~b. Negotiations and subsequent recommendations to the Redevelopment Agency that are associated with regard to property ownership, development, and financial activity within redevelopment project areas;~~

~~c. Recommendations concerning redevelopment plans and project areas and implementation strategies;~~

~~d. Recommendations regarding priority project areas within the redevelopment plan areas;~~

~~e. Promotion of redevelopment projects.~~

~~2. To receive gifts, donations, bequests and devises of all kinds and descriptions, and perform any and all legal acts in regard thereto as may be necessary or advisable to advance the objects and purposes of the corporation, and to apply the principal and interest of such gifts, donations, bequests, and devises as may be directed by the donor, or as the Board of Directors of this corporation may determine in the absence of such directions~~specific purpose as allowed by law.

~~3. To purchase and otherwise acquire, sell, convey, lease, and otherwise dispose of, mortgage, pledge, hypothecate and otherwise encumber property, both real and personal, for the purpose of carrying on its objects and—~~In addition, this corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing specific and primary purposes.

~~4. To enter into contracts that may be necessary or expedient in furtherance of the purposes for which this corporation is formed.~~

~~5. To perform any other acts, within or without the State of California, necessary or expedient in furtherance of the purposes for which this corporation is organized to the same extent as natural persons.~~

~~6. This corporation is and shall be a nonprofit corporation without capital stock or shares, and it is a corporation which does not contemplate pecuniary gain or profit to the member, officers, or directors thereof. This corporation is organized and formed exclusively for charitable, scientific, educational and civic purposes and all property of this corporation is irrevocably dedicated to such uses.~~

~~Provided, however, that~~

~~7. Notwithstanding any of the above statements of purposes or powers,~~  
~~this~~The corporation shall not, except to an insubstantial/unsubstantial degree,  
engage in any activity/activities or exercise any powers that are not in furtherance of  
~~the specific and its primary charitable purposes of this corporation.~~

### ARTICLE III

~~8.~~ The name and address in the State of California of this corporation's initial agent for  
service of process is:

\_\_\_\_\_  
City Clerk  
\_\_\_\_\_  
City of San Diego  
\_\_\_\_\_  
202 "C" Street  
\_\_\_\_\_  
San Diego, California 92101

### ARTICLE IV

This corporation is organized and operated exclusively for charitable purposes within the  
meaning of Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, this corporation shall not carry on  
any other activities not permitted to be carried on (a) by a corporation exempt from  
federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a  
corporation contributions to which are deductible under section 170(c)(2) of the Internal  
Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on  
propaganda, or otherwise attempting to influence legislation, and the corporation shall  
not participate in or intervene in any political campaign (including the publishing or  
distribution of statements) on behalf of, or in opposition to, any candidate for public  
office.

~~9. This corporation is organized pursuant to the General Nonprofit~~  
~~Corporation Law of the State of California and does not contemplate~~  
~~pecuniary gain or profit to the member thereof and it is organized for~~  
~~nonprofit purposes.~~

~~10. This corporation shall not have the power to, and shall not do any~~  
~~act or conduct any activity, plan, scheme, design or a course of~~  
~~conduct not permitted to be carried on (a) by a corporation exempt~~  
~~from federal income tax under Section 501(c)(3) of the Internal~~  
~~Revenue Code and its regulations as they now exist or as they may~~  
~~hereafter be amended; or (b) by an organization, contributions of~~  
~~which are deductible under Section 170(c)(2) of such Code and~~  
~~regulations as they now exist or as they may hereafter be amended.~~

~~11. No part of the net income or assets of this corporation shall inure to the benefit of any director or officer thereof, or to the benefit of any private person.~~

### ~~ARTICLE III~~

~~The principal office for the transaction of the business of this corporation is to be located in the City of San Diego, County of San Diego, State of California.~~

### ~~ARTICLE IV~~

~~The property of this corporation is irrevocably dedicated to charitable and educational purposes and, upon the liquidation, dissolution or abandonment thereof, the assets thereof will not inure to the benefit of any private person, officer or director of this corporation, but shall be distributed to The City of San Diego, or to such fund, foundation or corporation organized and operated for charitable and educational purposes, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as may be designated by the City Council of The City of San Diego, and none of the property, assets or earnings of this corporation may be used to carry on propaganda or otherwise attempt to influence legislation.~~

### ~~ARTICLE V~~

~~The number of directors shall be not less than five nor more than seven, as may from time to time be fixed by a bylaw adopted by the member. Except for the persons who are appointed to act as the first directors as set forth below, four of the five directors shall be persons whose professional background or experience is in the fields of finance, general business, real estate development, law or architecture, it being the intent of this Article that one director from each of these fields be appointed. The names and addresses who are appointed to act as the first directors are:~~

~~C. M. Fitzpatrick  
City Administration Building  
202 "C" Street  
San Diego, California 92101~~

~~Harold Valderhaug  
City Administration Building  
202 "C" Street  
San Diego, California 92101~~

~~John Lockwood  
City Administration Building  
202 "C" Street  
San Diego, California 92101~~

William Gerhardt  
City Administration Building  
202 "C" Street  
San Diego, California 92101

Viola Lynn  
City Administration Building  
202 "C" Street  
San Diego, California 92101

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to the City of San Diego, to be used solely for public purposes, or if the City of San Diego does not accept the assets or is not then in existence, to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE VI

The authorized number of directors of the corporation is nine.

#### ARTICLE VII

The City of San Diego, a municipal corporation, shall be the sole member of this corporation.

~~IN WITNESS WHEREOF we, the undersigned, constituting the incorporators of this corporation.~~

3. The forgoing amendment and restatement of Articles of Incorporation has been duly approved by the persons named hereinabove as board of directors.
4. The forgoing amendment and restatement of Articles of Incorporation has been duly approved by the first directors thereof have hereunto sole member, the City of San Diego, acting by and through its City Council.

We further declare under penalty of perjury under the laws of the State of California that the

matters set forth in this certificate are true and correct of our hands this 3rd day of own  
knowledge.

Date: February 1975- , 2010

, President

Date: February , 2010

, Secretary